

1273

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING: DOCKET NO. VGOB 06/10/17-1740

ELECTIONS, UNIT: V-536797

(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION NUMBERS:

TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS
AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT (S) _
B WHICH IS/ARE ATTACHED TO AND A PART
OF THIS ORDER.

REPORT OF BOARD

FINDINGS AND ORDER

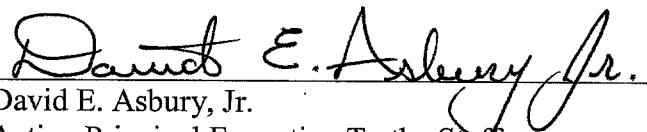
1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on April 17, 2007, and recorded in Book 437, Page 374 at the Office of the Clerk of Circuit Court, Dickenson County, Virginia on May 1, 2007, (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed Equitable Production Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated May 23, 2007, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;

- (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated February 1, 2008, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
 - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, Wachovia Bank, N. A., VA7515, P.O. Box 14061, Roanoke, VA 24038, (888) 396-0853, Attn: Judy Barger, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, Wachovia Bank, N. A., VA7515, P.O. Box 14061, Roanoke, VA 24038, (888) 396-0853, Attn: Judy Barger, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
 4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that a true and correct copy of this Order was mailed to each person whose interest or claim is subject to escrow and whose address is known.
 5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
 6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 30th day of May,
2008, by a majority of the Virginia Gas and Oil Board.

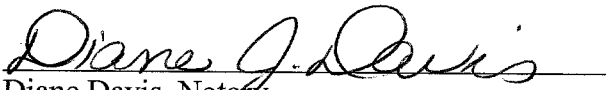

Chairman, Bonny R. Wampler

DONE AND PERFORMED this 30th day of May,
2008, by Order of this Board.


David E. Asbury, Jr.
Acting Principal Executive To the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WASHINGTON)

Acknowledged on this 30th day of May,
2008, personally before me a notary public in and for the Commonwealth of Virginia,
appeared Benny Wampler, being duly sworn did depose and say that he is Chairman of
the Virginia Gas and Oil Board, and David E. Asbury, Jr., being duly sworn did depose
and say that he is Acting Principal Executive to the Staff of the Virginia Gas and Oil
Board, that they executed the same and were authorized to do so.


Diane Davis, Notary
0174394

My commission expires September 30, 2009

VIRGINIA:***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of Equitable Production Company, for Forced Pooling of Interests in Unit Number V-536797 VGOB Docket No. VGOB-06/10/17-1740 in the Kenady Magisterial District of Dickenson County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on April 17, 2007, by the Virginia Gas and Oil Board regarding the captioned Conventional Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on May 1, 2007.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

NONE

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, as unknown ownership to the gas estate:

TRACT	LESSOR	LEASE STATUS	NET REVENUE INTEREST
5	The Hagan Estates, Inc. c/o The Gillespie Company P.O. Box 675 Tazwell, VA 24651-0675	Leased-EPC 223068	0.00053750
	OR		
5	Clifford F. Williams, widower Rt 2, Box 115 Coeburn, VA 24230	Leased-EPC 905132	0.00010750
	Quentin Freeman, widower 3855 S Alantic Avenue Daytona Beach Shores, FL 32118	Leased-EPC 905132	0.00010750
	Mary Martha Freeman, widow 5400 SW Mapp Road Palm City, FL. 34990	Unleased	0.00010750
	Carmen Malley and Ronnie Malley, W/H 2423 Pennisula Drive Daytona Beach, FL 32118	Leased-EPC 905132	0.00005375
	G.T. Smith, single 2533 S Pennisula Drive Daytone Beach, FL 32118	Unleased	0.00005375
	Lewis Salyer and Marlese Salyer, H/W PSC 120 Box R 125 APOAE09265	Unleased	0.00001792
	Gary Slayer and Sonya Salyer, H/W 515 Ridge Avenue Norton, VA 24273	Leased-EPC 905132	0.00001792

TRACT	LESSOR	LEASE STATUS	NET REVENUE INTEREST
5	Shirley Osborne, widow 520 Hopkins Street Kingsport, TN 37664	Leased-EPC 905132	0.00001792
	Rita Matthews and Gerald Matthews. W/H 921 Mago Vista Road Arnold, MD 21012	Leased-EPC 905132	0.00001792
	Rita Joe Salyer 3223 Edgewood Road Kensington, MD 20895	Leased-EPC 905132	0.00001792
	Joe Salyer and Carolyn Salyer, H/W 413 Hobart Street Kingsport, TN 37664	Leased-EPC 905132	0.00001792
6	The Hagan Estates, Inc. c/o The Gillespie Company P.O. Box 675 Tazwell, VA 24651-0675	Leased-EPC 223068	0.00056250
	OR		
6	Margaret Meade Bolling and Donnie R. Bolling, W/H 5512 North Pound Fork River Pound, VA 24279	Leased-EPC 905136	0.00032143
	Bernard Meade and Kitty Meade, H/W 4941 Pole Bridge Road Wise, VA 24293	Leased-EPC 905136	0.00008036
	Carl Meade and Patsy Meade, H/W Route 2, Box 137-A Coeburn, VA 24230	Unleased	0.00008036
	Shirley J. Meade, widow 115 Fairbanks Road Apt. # 308 Oakridge, TN 37830	Leased-EPC 905136	0.00002679

TRACT	LESSOR	LEASE STATUS	NET REVENUE INTEREST
6	Donald Wayne Meade, single P.O. Box 312 Moravian Falls, NC 28654	Leased-EPC 905136	0.00002679
	William Clyde Meade and Deborah Meade, H/W P.O. Box 312 Moravian Falls, NC 28654	Leased-EPC 905136	0.00002679

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims.

NONE

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

<u>TRACT</u>	<u>LESSOR</u>	<u>CASH CONSIDERATION</u>
5	Mary Martha Freeman, widow 5400 SW Mapp Road Palm City, FL. 34990	0.0960 x \$5.00 = \$0.48
	G.T. Smith, single 2533 S Pennisula Drive Daytone Beach, FL 32118	0.0480 x \$5.00 = \$0.24
	Lewis Salyer and Marlese Salyer, H/W PSC 120 Box R 125 APOAE09265	0.0160 x \$5.00 = \$0.08
6	Carl Meade and Patsy Meade, H/W Route 2, Box 137-A Coeburn, VA 24230	0.0729 x \$5.00 = \$0.36
7	Carl Meade and Patsy Meade, H/W Route 2, Box 137-A Coeburn, VA 24230	0.0657 x \$5.00 = \$0.33

TRACTLESSORCASH CONSIDERATION

8

Mary Martha Freeman, widow
5400 SW Mapp Road
Palm City, FL. 34990

1.1980 x \$5.00 = \$5.99

G.T. Smith, single
2533 S Pennisula Drive
Daytone Beach, FL 32118

0.5990 x \$5.00 = \$3.00

Lewis Salyer and
Marlese Salyer, H/W
PSC 120 Box R 125
APOAE09265

0.1997 x \$5.00 = \$1.00

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 4th day of February 2008.



Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Production Company, a corporation, on behalf of the corporation, this 4th day of February 2008.

My commission expires: 11-12-08

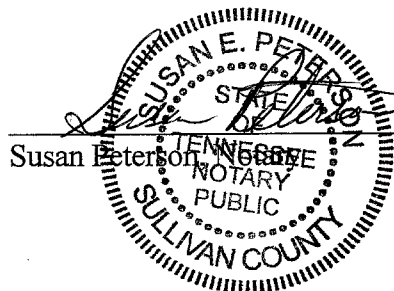


EXHIBIT "B"
V-536797

REVISED 09/20/06

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
1 TAX ID 13074	ACIN, LLC/WBRD Attn: John Mooney P.O. Box 2827 Huntington, WV 25727	Leased-EPC 904576 D-40	33.36000000%	37.5900
	Equitable Production			
Tract 1 Totals			0.33360000	37.5900
2 TAX ID 13065	ACIN, LLC/WBRD Attn: John Mooney P.O. Box 2827 Huntington, WV 25727	Leased-EPC 904576 D-42	5.38000000%	6.0600
	Equitable Production			
Tract 2 Totals			0.05380000	6.0600
3 TAX ID 4767	James J. Hamilton and Daphne M. Hamilton, H/W Rt 2, Box 118 Coeburn, VA 24230	Leased-EPC 245217	0.32000000%	0.3600
	Susan C. Lantz and Kurt Lantz, W/H 1726 Cypress Spring Road Spring, TX 77388-5722	Leased-EPC 245217	0.16000000%	0.1800
	Equitable Production			
Tract 3 Totals			0.00480000	0.5400
4 TAX ID Minerals Only	The Hagan Estates, Inc. c/o The Gillespie Company P.O. Box 675 Tazwell, VA 24651-0675	Leased-EPC 223068	33.87000000%	38.1800
	Equitable Production			
Tract 4 Totals			0.33870000	38.1800

5 TAX ID Minerals Only	The Hagan Estates, Inc. c/o The Gillespie Company P.O. Box 675 Tazwell, VA 24651-0675	Leased-EPC 0.43000000% 223068	0.4800
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OR

5 TAX ID 5758	Clifford F. Williams, widower Rt 2, Box 115 Coeburn, VA 24230	Leased-EPC 0.08600000% 905132	0.0960
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Quentin Freeman, widower 3855 S Alantic Avenue Daytona Beach Shores, FL 32118	Leased-EPC 0.08600000% 905132	0.0960
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Mary Martha Freeman, widow 5400 SW Mapp Road Palm City, FL 34990	Unleased 0.08600000%	0.0960
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Carmen Malley and Ronnie Malley, W/H 2423 Pennisula Drive Daytona Beach, FL 32118	Leased-EPC 0.04300000% 905132	0.0480
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G.T. Smith, single 2533 S Pennisula Drive Daytone Beach, FL 32118	Unleased 0.04300000%	0.0480
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Lewis Salyer and Marlese Salyer, H/W PSC 120 Box R 125 APOAE09265	Unleased 0.01433333%	0.0160
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Gary Slayer and Sonya Salyer, H/W 515 Ridge Avenue Norton, VA 24273	Leased-EPC 0.01433333% 905132	0.0160
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Shirley Osborne, widow 520 Hopkins Street Kingsport, TN 37664	Leased-EPC 0.01433333% 905132	0.0160
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Rita Matthews and Gerald Matthews. W/H 921 Mago Vista Road Arnold, MD 21012	Leased-EPC 0.01433333% 905132	0.0160
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Rita Joe Salyer 3223 Edgewood Road Kensington, MD 20895	Leased-EPC 0.01433333% 905132	0.0160
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Joe Salyer and
Carolyn Salyer, H/W
413 Hobart Street
Kingsport, TN 37664

Leased-EPC 0.01433333% 0.0160
905132

Equitable Production

Tract 5 Totals	0.00430000	0.4800
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6
TAX ID
Minerals Only
The Hagan Estates, Inc.
c/o The Gillespie Company
P.O. Box 675
Tazwell, VA 24651-0675

Leased-EPC 0.45000000% 0.5100
223068

OR

6
TAX ID 5114,
5115, 11915
Margaret Meade Bolling and
Donnie R. Bolling, W/H
5512 North Pound Fork River
Pound, VA 24279

Leased-EPC 0.25714286% 0.2914
905136

Bernard Meade and
Kitty Meade, H/W
4941 Pole Bridge Road
Wise, VA 24293

Leased-EPC 0.06428571% 0.0729
905136

Carl Meade and
Patsy Meade, H/W
Route 2, Box 137-A
Coeburn, VA 24230

Unleased 0.06428571% 0.0729

Shirley J. Meade, widow
115 Fairbanks Road
Apt. # 308
Oakridge, TN 37830

Leased-EPC 0.02142857% 0.0243
905136

Donald Wayne Meade, single
P.O. Box 312
Moravian Falls, NC 28654

Leased-EPC 0.02142857% 0.0243
905136

William Clyde Meade and
Deborah Meade, H/W
P.O. Box 312
Moravian Falls, NC 28654

Leased-EPC 0.02142857% 0.0243
905136

Equitable Production

Tract 6 Totals	0.00450000	0.5100
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7
TAX ID 5114,
5115, 11915
Margaret Meade Bolling and
Donnie R. Bolling, W/H
5512 North Pound Fork River
Pound, VA 24279

Leased-EPC 0.23428571% 0.2629
905136

Bernard Meade and Kitty Meade, H/W 4941 Pole Bridge Road Wise, VA 24293	Leased-EPC 0.05857143% 905136	0.0657
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Carl Meade and Patsy Meade, H/W Route 2, Box 137-A Coeburn, VA 24230	Unleased 0.05857143%	0.0657
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Shirley J. Meade, widow 115 Fairbanks Road Apt. # 308 Oakridge, TN 37830	Leased-EPC 0.01952381% 905136	0.0219
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Donald Wayne Meade, single P.O. Box 312 Moravian Falls, NC 28654	Leased-EPC 0.01952381% 905136	0.0219
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William Clyde Meade and Deborah Meade, H/W P.O. Box 312 Moravian Falls, NC 28654	Leased-EPC 0.01952381% 905136	0.0219
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Equitable Production

Tract 7 Totals	0.00410000	0.4600
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8 TAX ID 5758	Clifford F. Williams, widower Rt2, Box 115 Coeburn, VA 24230	Leased-EPC 1.06400000% 905132	1.1980
	Quentin Freeman, widower 3855 S Alantic Avenue Daytona Beach Shores, FL 32118	Leased-EPC 1.06400000% 905132	1.1980
	Mary Martha Freeman, widow 5400 SW Mapp Road Palm City, FL. 34990	Unleased 1.06400000%	1.1980
	Carmen Malley and Ronnie Malley, W/H 2423 Pennisula Drive Daytona Beach, FL 32118	Leased-EPC 0.53200000% 905132	0.5990
	G.T. Smith, single 2533 S Pennisula Drive Daytone Beach, FL 32118	Unleased 0.53200000%	0.5990
	Lewis Salyer and Marlese Salyer, H/W PSC 120 Box R 125 APOAE09265	Unleased 0.17733333%	0.1997

Gary Slayer and
Sonya Salyer, H/W
515 Ridge Avenue
Norton, VA 24273

Leased-EPC 0.17733333% 0.1997
905132

Shirley Osborne, widow
520 Hopkins Street
Kingsport, TN 37664

Leased-EPC 0.17733333% 0.1997
905132

Rita Matthews and
Gerald Matthews, W/H
921 Mago Vista Road
Arnold, MD 21012

Leased-EPC 0.17733333% 0.1997
905132

Rita Joe Salyer
3223 Edgewood Road
Kensington, MD 20895

Leased-EPC 0.17733333% 0.1997
905132

Joe Salyer and
Carolyn Salyer, H/W
413 Hobart Street
Kingsport, TN 37664

Leased-EPC 0.17733333% 0.1997
905132

Equitable Production

Tract 8 Totals	0.05320000	5.9900
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9 ACIN, LLC/WBRD
TAX ID 13064 Attn: John Mooney
P.O. Box 2827
Huntington, WV 25727

Leased-EPC 15.66000000% 17.6500
904576
D-38

Equitable Production

Tract 9 Totals	0.15660000	17.6500
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10 Brian Allen Ledwell, single
Donald Allen Ledwell and
Dorothy F. Ledwell, H/W
10355 D C Caney Ridge Road
Coeburn, VA 24230-4917

Leased-EPC 4.64000000% 5.2300
906639

Equitable Production

Tract 10 Totals	0.04640000	5.2300
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Total Gas Estate

100.00000000% 112.6900

Percentage of Unit Leased
Percentage of Unit Unleased

98.14066667% 110.5973
1.85933333% 2.0927

Acreage in Unit Leased
Acreage in Unit Unleased

OR

Percentage of Unit Leased
Percentage of Unit Unleased

97.96047619%
2.03952381%

Acreage in Unit Leased
Acreage in Unit Unleased

110.3948
2.2952

VIRGINIA: IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF DICKENSON COUNTY, 7/10/08. This deed was this day presented in said office, and upon the certificate of acknowledgment thereto annexed, admitted to record at 11:48 o'clock AM, after payment of \$ tax imposed by Sec. 58.1-802.

Original returned this date to:

BY:

TESTE: RICHARD EDWARDS, CLERK

D. CLERK